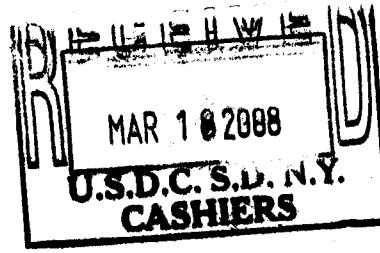


Michael P. Zweig (MZ-5318)  
Eugene R. Licker (EL-0334)  
LOEB & LOEB LLP  
345 Park Avenue  
New York, New York 10154  
212-407-4000



*Attorneys for Defendant Wade*

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
MICHAEL GARDNER,  
Plaintiff,  
-against-  
MARTIN R. WADE III,  
Defendant.  
-----X

**08 CV 2850**

Case No.:

**NOTICE OF REMOVAL OF ACTION  
UNDER 28 U.S.C. § 1441**

TO THE CLERK OF THE COURT:

PLEASE TAKE NOTICE that defendant Martin R. Wade, III ("Wade") hereby removes to this Court the action described below:

1. On or about March 3, 2008, a civil action was commenced in the Supreme Court of the State of New York entitled Michael Gardner v. Martin R. Wade III, New York County Index No. 103276/08 (the "State Court Action").
2. The summons and complaint was personally served upon defendant Wade on March 5, 2008. A true and correct copy of the summons and complaint is annexed hereto as Exhibit A.

3. Plaintiff's complaint in the State Court Action purports to allege one cause of action purporting to state a claim against defendant Wade for publishing allegedly defamatory statements.

4. This action is a civil action of which this Court has original jurisdiction pursuant to 28 U.S.C. §1332. This action may be removed to this Court by defendant Wade pursuant to 28 U.S.C. §1441 in that it is a civil action between citizens of different states and, based on the allegations in the complaint, the amount in controversy exceeds the sum of \$75,000, exclusive of interest and costs.

5. Plaintiff Gardner is a citizen and a resident of New York.

6. Defendant Wade is a citizen and a resident of New Jersey.

7. This notice has been filed within 30 days from the date upon which Wade received a copy of the initial pleading.

8. WHEREFORE, defendant Wade respectfully requests that this action be removed to this Court and placed on the docket of this Court for further proceedings as though originally instituted in this Court.

Dated: **New York, New York**  
**March 18, 2008**

**LOEB & LOEB LLP**

By: 

Michael P. Zweig (MZ-5318)  
Eugene R. Licker (EL-0334)  
345 Park Avenue  
New York, New York 10154  
212-407-4000

*Attorneys for Defendant Wade*

## **EXHIBIT A**

SUPREME COURT OF THE STATE OF NEW YORK  
NEW YORK COUNTY

-----  
**MICHAEL GARDNER**

X

Plaintiff,

Index No.: **103276/08**

- against -

**MARTIN R. WADE III**

**SUMMONS**

Defendant.

X

Summons Filed with  
Court on:

To the Above Named Defendants:

YOU ARE HEREBY SUMMONED to answer the complaint in this action and to serve a copy of your answer, or, if the complaint is not served with this summons, to serve a notice of appearance, on the Plaintiff's Attorney within twenty (20) days after the service of this summons, exclusive of the day of service (or within thirty (30) days after the service is complete if this summons was served by any other means than personal delivery to you within the State of New York); and in the case of your failure to appear or answer, judgment will be taken against you by default for the relief demanded in this complaint.

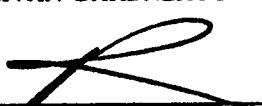
Dated: March 3, 2008  
New York, New York

NEW YORK  
COUNTY CLERK'S OFFICE

**MAR 03 2008**

**NOT COMPLETED  
WITH COPY FILE**

SULLIVAN GARDNER PC

  
Peter Sullivan  
Attorneys for Plaintiff  
475 Park Avenue South, 33<sup>rd</sup> Floor  
New York, New York 10016  
(212) 687-5900

TO: Martin R. Wade III

SUPREME COURT OF THE STATE OF NEW YORK  
NEW YORK COUNTY

-----X

MICHAEL GARDNER

Plaintiff,

**VERIFIED COMPLAINT**

- against -

Index No.:

MARTIN R. WADE III

Defendant.

-----X

Plaintiff MICHAEL GARDNER by and through his attorneys, Sullivan Gardner, PC alleges as follows:

**The Parties**

1. Plaintiff Michael Gardner is, and at all times hereinafter mentioned has been, a resident of the State of New York, New York County.
2. Upon information and belief, Defendant Martin R. Wade III is, and all times hereinafter mentioned has been, a resident of the State of New Jersey.

**Facts**

3. At all times relevant to the allegation made herein, Plaintiff was and presently remains a major shareholder of Broadcaster, Inc. ("Broadcaster"), a Delaware corporation with its principal executive offices at 9201 Oakdale Ave. Suite 200, Chatsworth, CA 91311.

4. At all times relevant to the allegations made herein, Defendant was and presently remains the Chief Executive Officer and Chairman of the Board of Directors of Broadcaster.

5. Plaintiff is a professional investor and business consultant, whose business

and livelihood depends on his reputation as a fair and effective consultant, manager, and shareholder. Plaintiff's equity interest in Broadcaster was obtained as a business venture, and is fairly representative of the nature of the Plaintiffs business.

6. On February 22, 2008, Broadcaster filed a Form 8-K with the Securities and Exchange Commission ("SEC") online Electronic Data Gathering and Retrieval system ("EDGAR"). Attached to the Form 8-K was a letter to a resigning Broadcast board member signed by the Defendant which contained several false and defamatory statements concerning Plaintiff ("Defamatory Letter").

7. Specifically, the statements were:

- (i) "Given your ties to Mr. Gardner, it comes as no surprise that you would defend him and help him transfer blame to others, now that it appears his plan to abandon the Company's revenue generating business model in favor of his social networking concept has failed."
- (ii) "This plan [regarding over-spending of company assets], which you reviewed, and which was urged on the Board by Mr. Gardner..."
- (iii) "I imagine it must be nearly impossible for you to reject Mr. Gardner's self-serving demands on the Board given that he sits on the Board of Trustees of the same university where you are Dean of the Business School."
- (iv) "Management understands that as a result of its decision to rescind the letter of intent, Mr. Gardner's company was deprived of the

significant fees it would have received had the transaction closed; but management cannot make decisions that benefit Mr. Gardner or his company to the exclusion of all other shareholders."

8. The foregoing statements were and are false and were known to the Defendant to be false at the time that he signed the Defamatory Letter.
9. These statements directly concern Plaintiff's effectiveness as an investor, consultant, manager, and his integrity as a shareholder, as well as his overall reputation as a businessman. The statements falsely allege a general ignorance and lack of skill in his profession.

10. As a result of these statements, and similar statements made by Defendant, which the Defendant knew to be false at the time they were made, Plaintiff has suffered personal humiliation, mental anguish and damage to his reputation and standing in the business community in which he operates and conducts business. These statements directly negatively implicated Plaintiff in his business community and dealings and as such amount to per se defamation.

**As and For a First Cause of Action Against**  
**Defendant Martin R. Wade III**

11. Plaintiff incorporates by reference and re-alleges each and every allegation set forth above as if fully set forth herein.
12. Defendant published or caused to be published false statements concerning Mr. Gardner's prior dealings with Broadcaster and its Board of Directors with malice and with knowledge that such statements were false and would reasonably be understood to be about Plaintiff and damage his business reputation.
13. Such statements were circulated in both print and on the internet

14. By reason of the foregoing, the Defendant has caused Plaintiff damages, by virtue of the libels statements, in an amount as yet determined but believed to be in excess of ten million dollars (\$10,000,000.00) plus interest together with costs of this action and attorneys fees on his First Cause of Action against Defendant as well as punitive damages in an amount not less than thirty million dollars (\$30,000,000.00), for recklessly and carelessly publishing defamatory statements with malice, personal ill-will, and specific intent to harm Plaintiff.

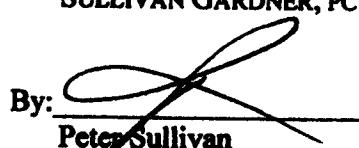
**WHEREFORE** Plaintiff demands judgment that:

- i. Plaintiff be awarded damages in an amount to be determined but believed to be not less than ten million dollars (\$10,000,000.00) plus interest together with costs of this action and attorneys fees on his First Cause of Action against Defendant Martin R. Wade III as well as punitive damages in an amount not less than thirty million dollars (\$30,000,000.00), for recklessly and carelessly publishing defamatory statements with malice, personal ill-will, and specific intent to harm Plaintiff Michael Gardner.
- ii. Plaintiff has such further relief as the Court deems just.

**WHEREFORE**, in conclusion, Plaintiff demands judgment as provided herein.

Dated: March 3, 2008  
New York, New York

**SULLIVAN GARDNER, PC**

By: 

Peter Sullivan  
Attorneys for Plaintiff  
475 Park Avenue So., 33<sup>rd</sup> Floor  
New York, New York 10016  
(212) 687-5900

VERIFICATION

I, Michael Gardner, state under penalty of perjury that I am a plaintiff in this action and have read the foregoing complaint and know its contents to be true, except as to those matters alleged upon information and belief, which matters I believe to be true.

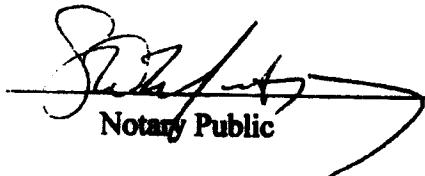
Dated: New York, New York

March 3, 2008



Michael Gardner

Sworn to before me on  
this 3<sup>rd</sup> day of March, 2008



Notary Public

STEVEN MONTGOMERY  
Notary Public, State of New York  
No. 02000110006  
Qualified in King County  
Commission Expires May 24, 2008